



IOWA NORTHERN RAILWAY COMPANY

PARAMOUNT THEATRE BUILDING
305 SECOND STREET, SOUTHEAST, SUITE 400
CEDAR RAPIDS, IOWA 52401
319.297.6000
319.297.6005 (FAX)

May 9, 2011

VIA FEDERAL EXPRESS

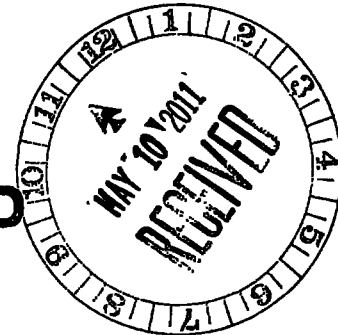
Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW, Room 1034
Washington, DC 20024

FEE RECEIVED

MAY 10 2011

SURFACE
TRANSPORTATION BOARD

229481



ENTERED
Office of Proceedings

MAY 10 2011

Part of
Public Record

Re: Finance Docket No. 35507
NORTH CENTRAL IOWA RAIL CORRIDOR, LLC –
ACQUISITION EXEMPTION – RAIL LINE OF
UNION PACIFIC RAILROAD COMPANY IN HANCOCK,
WINNEBAGO AND WRIGHT COUNTIES, IA

Finance Docket No. 35508
IOWA NORTHERN RAILWAY COMPANY –
OPERATION EXEMPTION – RAIL LINE OF NORTH
CENTRAL IOWA RAIL CORRIDOR, LLC
IN HANCOCK, WINNEBAGO AND WRIGHT COUNTIES, IA

229482

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceedings are an original and ten copies of a Verified Notice of Exemption of North Central Iowa Rail Corridor, LLC and Iowa Northern Railway Company pursuant to 49 C.F.R. §1150.31 and 49 C.F.R. §1150.41 dated May 10, 2011. A check in the amount of \$3,600.00 (\$1,800.00 for each Applicant) representing the appropriate fee for this filing is attached.

One extra copy of this transmittal letter and a copy of the Notice are also enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the enclosed envelope.

If you have any questions regarding this filing, please feel free to contact me. Your assistance is appreciated.

Sincerely yours,

T. Scott Bannister, Esq.
Attorney for Applicants

FILED
MAY 10 2011
SURFACE
TRANSPORTATION BOARD

TSB:fcmm

Enclosures

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229481

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FILED

MAY 10 2011

IOWA NORTHERN RAILWAY COMPANY
305 Second Street SE, Suite 400
Cedar Rapids, IA 52401

Applicants

T. SCOTT BANNISTER, ESQ
IOWA NORTHERN RAILWAY COMPANY
 305 Second Street SE, Suite 400
 Cedar Rapids, IA 52401

Attorney for Applicants

DATE FILED: May 10, 2011

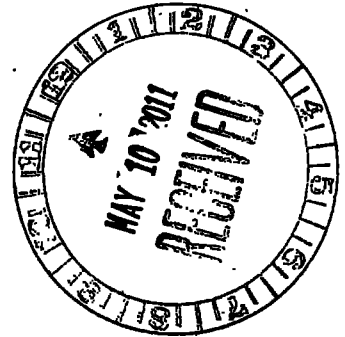
**1 These proposals involve acquisition and operation of the same rail line by unaffiliated entities. They are being filed
in a single document for administrative convenience.**

FEE RECEIVED
MAY 10 2011
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

NORTH CENTRAL IOWA RAIL)
CORRIDOR, LLC -)
ACQUISITION EXEMPTION – RAIL)
LINE OF UNION PACIFIC RAILROAD)
COMPANY IN HANCOCK, WINNEBAGO)
AND WRIGHT COUNTIES, IA)

FINANCE DOCKET
NO. 35507



IOWA NORTHERN RAILWAY)
COMPANY – OPERATION)
EXEMPTION – RAIL LINE OF NORTH)
CENTRAL IOWA RAIL CORRIDOR, LLC)
IN HANCOCK, WINNEBAGO AND)
WRIGHT COUNTIES, IA)

FINANCE DOCKET
NO. 35508

**VERIFIED NOTICES OF EXEMPTION
UNDER 49 C.F.R. § 1150.31 AND 49 C.F.R. § 1150.41**

Pursuant to the class exemption at 49 C.F.R. § 1150.31, et seq., NORTH CENTRAL IOWA RAIL CORRIDOR, LLC (NCIRC), a noncarrier, hereby files this Notice of Exemption from the requirements of 49 U.S.C. § 10901 for its acquisition from Union Pacific Railroad Company (UP) of the following rail property: (1) between Milepost No. 48.12 at Belmond, IA and Milepost 75.95 at Forest City, IA and (2) 600 feet of connecting track at Garner, IA.

That property is referred to collectively as the Forest City Line. It is located in Hancock, Winnebago and Wright Counties, Iowa. It consists of a total of approximately 27.83 miles of trackage.

In addition, pursuant to the class exemption at 49 C.F.R. § 1150.41, et seq., IOWA NORTHERN RAILWAY COMPANY (IANR), a Class III rail carrier, files this Notice of Exemption from the requirements of 49 U.S.C. § 10902 for its operation of the Forest City Line pursuant to a Rail Service and Lease Agreement with NCIRC.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33 and 1150.43

Inasmuch as the informational requirements of 49 C.F.R. § 1150.33 and 1150.43 are essentially the same and the notices of exemption in these proceedings involve the same rail line, the required information is provided below on a consolidated basis:

(a) The full name and address of the applicant;

Finance Docket No. 35507 - North Central Iowa Rail Corridor, LLC, 145 East "K" Street,
Forest City, Iowa 50436.

Finance Docket No. 35508 - Iowa Northern Railway Company, 305 Second Street SE, Suite
400, Cedar Rapids, Iowa 52401

*(b) The name, address, and telephone number of the representative of the applicant who should
receive correspondence;*

For both dockets: T. Scott Bannister, Iowa Northern Railway Company, 305 Second Street SE,
Suite 400, Cedar Rapids, Iowa 52401, (319) 297-6000 ext. 4.

*(c) A statement that an agreement has been reached or details about when an agreement will be
reached;*

Finance Docket No. 35507 - an agreement has been reached between UP and NCIRC for
NCIRC's acquisition of the Forest City Line.

Finance Docket No. 35508 - an agreement has been reached between NCIRC and IANR for
IANR's operation of the Forest City Line.

(d) The operator of the property;

For both dockets: The operator of the property will be IANR.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property:

Finance Docket No. 33507 - The transferring seller is Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179.

Finance Docket No. 35508 - The transferring leaser is North Central Iowa Rail Corridor, LLC, 145 East "K" Street, Forest City, Iowa 50436.

(2) The proposed time schedule for consummation of the transaction:

For both dockets: The acquisition and operation are proposed to be consummated simultaneously on or after June 10, 2011.

(3) The mile-posts of the subject property, including any branch lines:

For both dockets: The property is identified as follows (1) between Milepost No. 48.12 at Belmond, IA and Milepost 75.95 at Forest City, IA; and (2) 600 feet of connecting track at Garner, IA. The rail property is referred to as the Forest City Line. It is located in Hancock, Winnebago and Wright Counties, Iowa. It consists of approximately 27.83 miles of trackage.

(f) Map (49 CFR 1150.43(f))

A map depicting the railroad trackage to be operated is attached as Appendix 1.

(g) Certificate of Carrier Classification (49 CFR 1150.43(g))

IANR certifies that the projected annual revenues it may receive due to this transaction will be less than \$5,000,000 annually. A certificate complying with the provisions of 49 CFR 1150.43(g) is attached as Appendix 2-A to this Notice.

NCIRC certifies that it will not operate as a common carrier by rail as a result of this transaction and accordingly the projected annual operating revenues it may receive, if any, due to this transaction will be less than \$5,000,000 annually. A certificate complying with the provisions of 49 CFR 1150.43(g) is attached as Exhibit 2-B to this Notice.

(h) Transactions Imposing Interchange Commitments (49 CFR 1150.43(h))

Not applicable. There are no interchange commitments or paper barriers imposed by UP in the transaction documents.

Disclosure of Intent to Transport Waste

IANR does not presently intend to provide facilities on the Forest City Line for the collecting, sorting, loading, unloading, transferring, or transporting of municipal solid waste or construction and demolition material.

Labor Protection

Labor protective conditions are not applicable to transactions under 49 U.S.C. 10902.

Environmental and Historic Preservation Data (49 CFR 1105)

Pursuant to 49 CFR 1105.6(c), the proposed transaction is exempt from environmental review under 49 CFR 1105 (c) (2) (i), because the actions proposed herein will not cause any operating changes that exceed the thresholds established in 1105.7(e) (4) or (5).

Pursuant to 49 CFR 1105.8(b), this transaction is exempt from historic review since as herein a sale, lease or transfer of a rail line is exempt if rail operations will continue in this mater, and further, any abandonment of the Forest City Line would require Board approval and there are no plans to dispose of or alter the properties subject to Board jurisdiction.

CAPTION SUMMARY

A caption summary of the acquisition in Finance Docket No. 35507 is attached as Appendix 4-A.

A caption summary of the operation in Finance Docket No. 35508 is attached as Appendix 4-B.

CONCLUSION

WHEREFORE, the Applicants respectfully request that the Board publish Notices of the Exemptions in the Federal Register within 30 days of their filing.

Respectfully submitted,

North Central Iowa Rail Corridor, LLC
145 East "K" Street
Forest City, Iowa 50436

Iowa Northern Railway Company
305 Second Street SE, Suite 400
Cedar Rapids, IA 52401

Applicants

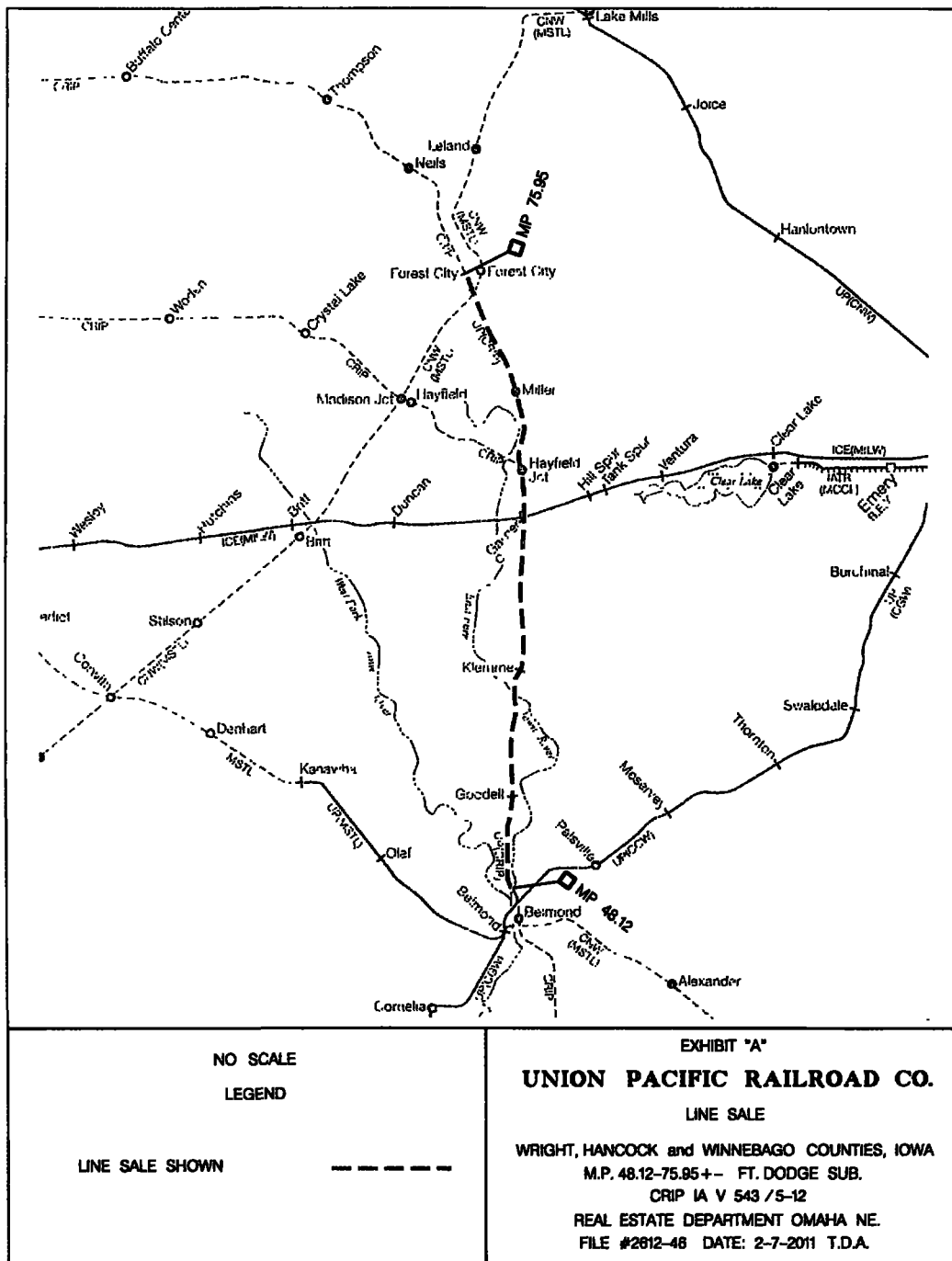
A handwritten signature in black ink, appearing to read 'T. Scott Bannister', is written over a horizontal line.

T. Scott Bannister, Esq.
Iowa Northern Railway Company
305 Second Street SE, Suite 400
Cedar Rapids, IA 52401

Attorney for Applicants

DATE FILED: May 10, 2011

MAP



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CERTIFICATION

T. SCOTT BANNISTER, on oath, states that the projected revenues of North Central Iowa Rail Corridor, LLC. as a result of the acquisition in this docket do not exceed those that would qualify it as a Class III rail carrier.



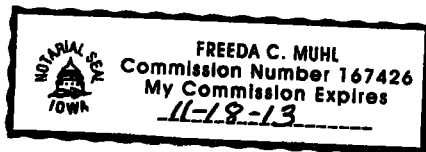
T. Scott Bannister, Esq.

SUBSCRIBED and SWORN to before me this 9th day of May, 2011.



Notary Public

My commission expires: 11-18-13



CERTIFICATION

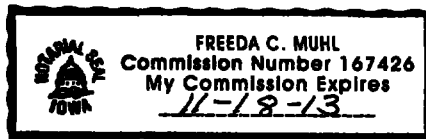
T. SCOTT BANNISTER, on oath, states that the projected revenues of Iowa Northern Railway Company as a result of the operation in this docket do not exceed those that would qualify it as a Class III rail carrier.


T. Scott Bannister, Esq.

SUBSCRIBED and SWORN to before me this 9th day of May, 2011.


Notary Public

My commission expires: 11-18-13



VERIFICATION

STATE OF IOWA)
) SS:
COUNTY OF LINN)

T. SCOTT BANNISTER, being duly sworn on oath, deposes and states that he has read the Notice in this docket, that he knows the contents thereof, and that the facts therein stated are true and correct.



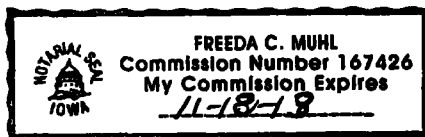
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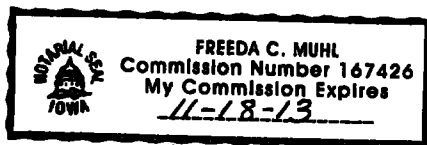
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T. Scott Bannister, Esq.

SUBSCRIBED and SWORN to before me this 9th day of May, 2011.


Notary Public

My commission expires: 11-18-13



CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

(Finance Docket No. 35507)

**NORTH CENTRAL IOWA RAIL CORRIDOR, LLC – ACQUISITION EXEMPTION – RAIL LINE
OF UNION PACIFIC RAILROAD COMPANY IN HANCOCK, WINNEBAGO AND WRIGHT
COUNTIES, IA**

North Central Iowa Rail Corridor, LLC (“NCIRC”), a noncarrier, has filed a verified Notice of Exemption from 49 U.S.C. § 10901 to acquire from Union Pacific Railroad Company (UP) the following railroad property: (1) between Milepost No. 48.12 at Belmond, IA and Milepost 75.95 at Forest City, IA; and (2) 600 feet of connecting track at Garner, IA.

The rail property is referred to as the “Forest City Line”. It is located in Hancock, Winnebago, and Wright Counties, Iowa. It consists of approximately 29.83 miles of trackage.

The transaction is scheduled to take place on or after June 10, 2011.

NCIRC certifies that its projected annual revenues as a result of this transaction will not exceed those that would qualify it as a Class III rail carrier and further certifies that its projected annual revenue will not exceed \$5 million.

A class exemption for Iowa Northern Railway Company, an existing Class III railroad, to operate the Forest City Line was concurrently filed in Finance Docket No. 35508, Iowa Northern Railway Company – Operation Exemption – Rail Line of North Central Iowa Rail Corridor, LLC in Hancock, Winnebago, and Wright Counties, Iowa.

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction. Petitions to stay must be filed no later than _____, 2011 (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 35487, must be filed with the Surface Transportation Board, 395 E Street SW, Washington, DC 20423-0001. In addition, a copy of each pleading must be served on T. Scott Bannister, Esq. Iowa Northern Railway Company, 305 Second Street SE, Suite 400, Cedar Rapids, IA 52401, sbannister@iowanorthern.com.

Board decisions and notices are available on our website at WWW.STB.DOT.GOV.

Decided: _____, 2011.

By the Board, Rachel D. Campbell, Director, Office of Proceedings

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

(Finance Docket No. 35508)

**IOWA NORTHERN RAILWAY COMPANY – OPERATION EXEMPTION – RAIL LINE OF
NORTH CENTRAL IOWA RAIL CORRIDOR, LLC IN HANCOCK, WINNEBAGO AND WRIGHT
COUNTIES, IOWA**

Iowa Northern Railway Company, an existing class III common carrier by rail, (IANR) has filed a verified Notice of Exemption from 49 U.S.C. § 10901 to operate the following railroad property: (1) between Milepost No. 48.12 at Belmond, IA and Milepost 75.95 at Forest City, IA; and (2) 600 feet of connecting track at Garner, IA.

The rail property is referred to as the “Forest City Line”. It is located in Hancock, Winnebago, and Wright Counties, Iowa. It consists of approximately 29.83 miles of trackage.

The transaction is scheduled to take place on or after June 10, 2011.

IANR certifies that its projected annual revenues as a result of this transaction will not exceed those that would qualify it as a Class III rail carrier and further certifies that its projected annual revenue will not exceed \$5 million.

A class exemption for North Central Iowa Rail Corridor, LLC, a noncarrier, to acquire the line from Union Pacific Railroad Company was concurrently filed in Finance Docket No. 35507, North Central Iowa Rail Corridor, LLC – Acquisition Exemption – Rail Line of Union Pacific Railroad Company in Hancock, Winnebago, and Wright Counties, Iowa.

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction. Petitions to stay must be filed no later than ____, 2011 (at least 7 days before the exemption becomes effective).

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Decided: ____, 2011.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.